

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014 AND 2016
AUTHORIZING EXPANSION OF SCOPE OF EMPLOYMENT OF FTI CONSULTING, INC.
AS RESTRUCTURING AND FINANCIAL ADVISOR TO DEBTORS TO
INCLUDE ECONOMIC CONSULTING SERVICES NUNC PRO TUNC TO MAY 25, 2006

("FTI SUPPLEMENTAL RETENTION ORDER")

Upon the supplemental application, dated September [], 2006 (the "FTI Supplemental Retention Application"), of Delphi Corporation and certain of its domestic subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 and 2016 authorizing the expansion of the scope of FTI's employment as restructuring and financial advisor to the Debtors in these chapter 11 cases to include the provision of Economic Consulting Services (as defined in the FTI Supplemental Retention Application); and upon this Court having determined that the relief requested in the FTI Supplemental Retention Application is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the FTI Supplemental Retention Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The FTI Supplemental Retention Application is GRANTED.
2. Pursuant to the FTI Supplemental Retention Application and that certain Engagement Letter, dated as of May 25, 2006, the Debtors' retention of FTI as its restructuring and financial advisor is hereby expanded in accordance with 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 and 2016 and FTI is hereby authorized to provide Economic Consulting Services to the Debtors (and certain current and former directors and officers of Delphi and certain Delphi-related entities), with approval of such expansion being effective as of May 25, 2006.
3. FTI shall be compensated in accordance with the standards and procedures set forth in sections 330 and 331 of the United States Bankruptcy Code and all applicable Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the guidelines established by the Office of the United States Trustee, and further orders of this Court.
4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.
5. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Application.

Dated: New York, New York
October __, 2006

UNITED STATES BANKRUPTCY JUDGE